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Microware Group Limited

美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

INSIDE INFORMATION ACQUISITION OF SHARES BY SUBSTANTIAL SHAREHOLDER

Reference is made to the announcement of Microware Group Limited (the “**Company**”) dated 28 November 2023 in relation to the acquisition of 35,000,000 shares in the Company (the “**Sale Shares**”) by Weiye Holdings Group Limited (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board was informed by Mr. Wang that he has assumed the rights, obligations, duties and liabilities of Weiye Holdings under the Sale and Purchase Agreement through a deed of novation (the “**Deed**”) dated 2 February 2024 entered into among Weiye Holdings (as original purchaser), Mr. Wang (as new purchaser) and Microware Holdings (as vendor), and would be acquiring the Sale Shares in his personal capacity instead of via Weiye Holdings. Further, as amended by the Deed, the transfer of 17,500,000 Sale Shares shall be completed no later than 15 February 2024 (the “**Partial Completion**”), and the transfer of the remaining 17,500,000 Sale Shares shall be completed no later than 28 March 2024.

Mr. Wang further advised that save for the aforementioned changes in the entity of the purchaser and the completion date, the Sale and Purchase Agreement shall remain in full force and effect in all respects.

Immediately upon Partial Completion, assuming there will be no change in the shareholding structure of the Company from the date of this announcement and up to the date of Partial Completion, Mr. Wang (personally and via Weiye Holdings) and Microware Holdings would be interested in 60,000,000 Shares and 20,804,000 Shares, representing approximately 20% and 6.94% of the total issued share capital of the Company, respectively. Accordingly, Microware Holdings would cease to be a substantial shareholder (has the meaning ascribed to it under the Listing Rules) of the Company upon Partial Completion.

The Company will make further announcement(s) in relation to the Acquisition as and when appropriate.

As the Acquisition is subject to the terms and conditions under the Sale and Purchase Agreement and the Deed, the Acquisition may or may not take place. Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.

By order of the Board
Microware Group Limited
Wang Guangbo
Chairman and executive Director

Hong Kong, 2 February 2024

As at the date of this announcement, the executive Directors are Mr. Wang Guangbo, Mr. Huang Tianlei, Mr. Zhang Ting; and the independent non-executive Directors are Mr. Dai Bin, Mr. Xu Jianwen and Mr. Lu Junbo.